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SEC	Potential persons who are to respond to the collection of information contained	ed in
1972 (6-	this form are not required to respond unless the form displays a currently va	lid
02)	OMB control number.	110

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal MAR 3 1 2003 notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response...1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION APR 03 2003

SEC USE ONLY Serial DATE RECEIVED

Name of Offering ([] check if this	s is an amendmer	nt and name ha	s changed, an	d indicate cha	nge.)
Filing Under (Check box(es) that apply):	it [] Rule 504	[] Rule 505	Rule 506	[] Section 4	(6) [] ULOE
Type of Filing: [\(\sum \) New Filing			and the control of th		
		DENTIFICATIO	N DATA		
1. Enter the information requeste	ed about the issue)	······································		03019437
Name of Issuer ([] check if this Dominion Capital	· - /			l indiciate cha	nge.)
Address of Executive Offices (Including Area Code) 140 Peach tree St.	•	•	•	•	hone Number -881-544/
Address of Principal Business Ó (Including Area Code) (if different from Executive Office	perations (Numbers)				ephone Number
	s above				
Brief Description of Business Novided loan for o	leve lopment	t of gra	cery anch	wred shop	ing center.
Type of Business Organization	,	J	J	"	J
[] corporation [] business trust		nership, alread nership, to be f	ormed	[Yother (ple	
			L	imited Light	ility compared

	Month	Year				
Actual or Estimated Date of Incorporation or Organization:	[]]	[]]	[] Actual [] Estimated			
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:						
CN for Canada; FN for other foreign jurisdiction) [சு] [சி]						

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [L'Beneficial Owner 215 Field St.	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)		

Business or Residence Address (Number and Street, City, State, Zip Code)						
77 Marsh Creek Pr., Amelia Island, FL 32034						
Check Box(es) that [] Promoter [] Beneficial [] Éxecutive [] Director [] General and/or						
Solve Marstield Jr. Full Name (Last name first, if individual)						
Tuli Name (Last hame mst, it individual)						
441 E.E Bulter Pkwy, Gainesville, GA 30501						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that [] Promoter [J Beneficial [] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner						
Full Name (Last name first, if individual)						
2684 Ellwood Dr., Atlanta, GH 30305						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner						
Full Name (Last name first, if individual)						
4360 Chamblee Durwoody Dr. Suite 105, Atlanta, GA 30341 Business or Residence Address (Number and Street City State Zip Code)						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that [] Promoter [1] Beneficial [] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner						
Full Name (Last name first, if individual)						
4569 East Brookhaven Pr., Atlanta, GH 30319						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that [] Promoter [1] Beneficial [] Executive [] Director [] General and/or Apply: Otris Rawden Officer Managing Partner						
Full Name (Last name first, if individual)						
428 Beachside Place, Amelia Island, FL 32034						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner						
Full Name (Last Pame first, if individual) 2604 S. Lee St., Americus, GH 31709						
Business or Residence Address (Number and Street, City, State, Zip Code)						
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)						
B. INFORMATION ABOUT OFFERING						

Business or Residenc	ce Address (Number a	nd Street, City,	State, Zip Code)		
Apply: Steve	Austin	neficial [vner] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)	1	(1)		
122 CM	te Address (Number a	nortais,	(n/1 5//	07	
Business or Residence	ce Address (Number a	nd Street, City,	State, Zip Code)	4.12 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011 - 2011	**************************************
Check Box(es) that Apply: Lee Man	[] Promoter [4] Be Ov Fin S1.	neficial [vner] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual) Suckle DA e Address (Number a	Saires ville	GA, 30	1501	
Business or Residence	e Address (Number a	nd Street, City(State, Zip Code)		
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Full Name (Last name	e first, if individual)	Garresull	le, GA 3	°0501	man a second communication of the communication of
Business or Residenc	e Address (Number a	nd Street, City,	State, Zip Code)		
	[] Promoter [1] Be Ov Easter ///	neficial [vner] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual) Ct, HHant	a 61A 3	205		
Business or Residenc	ce Address (Number a	nd Street, City,	State, Zip Code)		
Check Box(es) that Apply: Hulme	[] Promoter [YBe Ov Kinnebrew	neficial [/ner] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name		and c	(14 21 -	7/1 9	
Business or Residence	Erg Rd An e Address (Number a	nd Street, City,	State, Zip Code)		
Apply: _	[] Promoter [りちe Ov ひとら	neficial [/ner] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual) L. Way , Flo e Address (Number a	wern Bra	uch GA	30542	
Business or Residence	e Address Number a	nd Street, City,	State, Zip Code)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

Business or Residence Address (Num	ber and Street, City, State, Zip Code)
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Check Box(es) that Apply:		Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner	
Full Name (Last Hame 141 Simmon	15 Kerdrick	: RD Idea	il GA	3/041		
Business or Residence	e Address (Numbe	er and Street, City	y, State, Zip Code,			
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Business or Residence	e-∕Address (Numbe	er and Street, City	y, State, Zip Code,			
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Full Name (Last name 99 \$ Stova/ Business or Residence	first, if individual)	Atlanta	GH 303,	19		
Business or Residence	e Address (Numbe	er and Street, 'City	y, State, Zip Code,	•		
Check Box(es) that Apply:	[] Promoter [4]	Beneficial Owner	[] Executive Officer	[] Director [General and/or Managing Partner	
Full Name (Last name	first, if individual)					
26/1 Rouht Business or Residence	nee Rol, NE	Atlanta	GA 3030) 2		
Dusiness of Residence	- Address (Mainbe	si anu Street, Cit	y, State, Zip Code,			
Check Box(es) that Apply:		Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner	
Full Name (Last name	first, if individual)	0 1 -		-1		
4144 Club Pr. Business or Residence				······································	mananan in an	
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Payments to

solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs []\$ Legal Fees []\$ Accounting Fees []\$ Engineering Fees []\$ Sales Commissions (specify finders' fees separately) []\$ []\$

b. Enter the difference between the aggregate offering price given in response to Part C -Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating

Officers. Payments Directors, & To Affiliates Others Salaries and fees [] Purchase of real estate \$ Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities...... Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): \$ Column Totals Total Payments Listed (column totals added)

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer

to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Dominion Capital Investors 2003-P, LLC	Signature Date 3/26/03
Name of Signer (Print or Type) William D. Brunstad	Title of Signer (Print or Type) Principal

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

- - See Appendix, Column 5, for state response.
- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Dominion Capital Investors 2003-P, LLC	Signature Date 3/26/03
Name of Signer (Print or Type) William D. Brunstad	Title (Print or Type) Annolpa

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed

must be photocopies of the manually signed copy or bear typed or printed signatures.

1	APPENDIX										
1	2		3	4				5 Disgualification			
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002

ATTACHMENT TO FORM 8D FILED IN CONNECTION WITH DOMINION CAPITAL INVESTORS 2003-P, LLC

Sales were made directly to accredited investors simulataneously with Dominion Capital Investors 2003-P, LLC making a \$3,050,000 mezzanine loan which is the sole asset of that entity. The loan closed on March 21, 2003.